

MORGAN, LEWIS & BOCKIUS

COUNSELORS AT LAW

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HOWARD L. MEYERS
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9-0681075

No.

Date DEC 8 8 1979

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. 10754-2 Filed 1425

DEC 28 1979 - 2 32 PM

INTERSTATE COMMERCE COMMISSION

December 20, 1979

Interstate Commerce Commission
Washington, D.C.

Re: Maintenance-of-Way Equipment Leased to
Consolidated Rail Corporation - Interstate
Commerce Commission Recordation No. 10754

Gentlemen:

Enclosed herewith for recordation is the following
supplemental document to be filed under Recordation No. 10754:

Amendment to Lease Agreement, dated as of
December 14, 1979, between Consolidated Rail Cor-
poration, lessee, and MTV Leasing Corporation,
lessor, consented to by The Ohio National Life
Insurance Company, assignee-lender.

The equipment covered by this filing is as follows:

- (a) Two (2) locomotive cranes, 30-ton with magnet
generator and magnet-Model 5030; Identification
Nos. CL3043-CL3044.
- (b) Thirty-five (35) backhoe/loaders -- J.I. Case
Model 580C-CK with one yard, 80 inch bucket,
11L-16 tires, 10-ply front, 17.5 x 24 tires,
6-ply rear; Identification Nos. EF5582-EF5616.

Previous documents filed under the above master
recordation number are the Participation Agreement (ICC Record-
ation No. 10754); the Equipment Lease Agreement (ICC Recordation
No. 10754-A); Security Agreement (ICC Recordation No. 10754-B);
the Lease Assignment (ICC Recordation No. 10754-C); and the
Amendment to Participation Agreement (ICC Recordation No.
10754-D). The filing fee of \$10.00 for the enclosed accom-
panies this letter of transmittal.

Ingrid M. Olson
C. Quentley

MORGAN, LEWIS & BOCKIUS

Interstate Commerce Commission
December 20, 1979
Page Two

Kindly acknowledge your receipt of the enclosed document and the filing fee by affixing your customary stamp to a copy of this letter and returning it to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Howard Meyer", written in a cursive style.

HLM:smo

Enclosures

cc: Joan A. Keston, Esquire
John M. Jacquemin

Interstate Commerce Commission
Washington, D.C. 20423

12/28/79

OFFICE OF THE SECRETARY

Howard L Meyers
Morgan, Lewis & Bockius
123 South Broad Street
Phila. PA. 19109

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/28/79 at 2:30pm , and assigned recordation number(s). 10754-E

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 10754-E
Filed 1425

DEC 28 1979 - 2 11 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LEASE, dated as of December 14, 1979, between MTV Leasing Corporation, a Pennsylvania corporation (hereinafter called the "Lessor"), and Consolidated Rail Corporation, a Pennsylvania corporation (hereinafter called the "Lessee"), amending the Equipment Lease Agreement (No. MTV-052), dated as of August 15, 1979, between Lessor and Lessee (the "Lease").

WHEREAS, Schedule B to the Lease contemplated that the Equipment referred to therein would be delivered in one installment;

WHEREAS, the manufacturer of the Equipment will deliver a portion of the Equipment referred to therein as of the date hereof and the remaining portion in January, 1980.

NOW, THEREFORE, in consideration of the agreements and covenants contained in the Lease, the parties hereto hereby agree to amend the Lease as follows:

1. Schedule B to the Lease is hereby deleted and substituted therefor are Schedules B-1 and B-2, copies of which are attached to this Amendment to Lease as Exhibit A. References in the Lease to Schedule B shall be deemed to refer to said Schedules B-1 and B-2.

2. The Lease is in all other respects ratified and confirmed and is in full force and effect as of the date hereof.

3. Terms used herein and which are not defined herein shall have the meanings referred to or assigned to them in the Lease.

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment to Lease as of the date first above written.

MTV LEASING CORPORATION

[CORPORATE SEAL]

Attest:

Bonita F. Lewis
Title: Asst. Secretary

By

John M. Jacquin
Title: President

CONSOLIDATED RAIL CORPORATION

[CORPORATE SEAL]

Attest:

Alfred Powell

By

J. W. Brown
Title: Assistant Treasurer

The undersigned, The Ohio National Life Insurance Company, as assignee of the Lease pursuant to a Lease Assignment, dated August 15, 1979, from Lessor, is executing this Amendment to Lease to indicate its consent thereto.

THE OHIO NATIONAL LIFE INSURANCE
COMPANY

[CORPORATE SEAL]

Attest:

Ronald H. Benedict
Title: Assistant Secretary

By

Title:

Joseph P. Brom
Joseph P. Brom, Vice Pres., Securities

RENTAL SCHEDULE NOB-lto be attached to Equipment Lease No. MTV-052 dated August 15, 1979, (the "Lease") by and between the undersigned. Lessee hereby (a) authorizes Lessor to order for lease to Lessee the equipment described herein (the "Equipment") and to insert hereon the Lease Commencement Date and the partial first period's rent (if any) for such Equipment upon Lessee's acceptance of same for lease, (b) agrees to lease such Equipment from Lessor effective the Lease Commencement Date thereof and for the lease term specified below, and (c) agrees to pay Lessor the rent, in the amounts and at the times specified below, for each item of Equipment. All of the terms used herein which are defined in the Lease shall have the same meaning as so defined.

<u>DESCRIPTION</u>	<u>MODEL NO.</u>	<u>SERIAL NO.</u>	<u>ACQUISITION COST</u>
(24) Backhoe/Loader J.I. Case Model 580C-CK with 1 yard 80" bucket, 11 L-16 Tires 10 ply Front, 17.5 X 24 Tires 6 ply Rear		EF5582- EF5605	\$22,621.00 each

Total Acquisition Cost \$542,904.00

This Rental Schedule is for a term of 7 years and the Lease Commencement Date is the first day of the month following the date on which the vendor is paid for the equipment. The Base Rental Payment of \$22,441.65 is payable quarterly in arrears for 28 quarters beginning on the last day of the first quarter of the Base Term of Lease.

Location of Equipment: _____

Name and address of Vendor of Equipment: J. I. CASE COMPANY, 700 State Street, Racine, Wisconsin 53404

MTV LEASING CORPORATION (LESSOR)

By

Its President
(title)

Date

12/14/79

CONSOLIDATED RAIL CORPORATION
(LESSEE)

By

Its Asst. Treas. Fin. & Colls.

Date

12/14/79

RENTAL SCHEDULE NO.B-2 to be attached to Equipment Lease No. MTV-052 dated August 15, 1979, (the "Lease") by and between the undersigned. Lessee hereby (a) authorizes Lessor to order for lease to Lessee the equipment described herein (the "Equipment") and to insert hereon the Lease Commencement Date and the partial first period's rent (if any) for such Equipment upon Lessee's acceptance of same for lease, (b) agrees to lease such Equipment from Lessor effective the Lease Commencement Date thereof and for the lease term specified below, and (c) agrees to pay Lessor the rent, in the amounts and at the times specified below, for each item of Equipment. All of the terms used herein which are defined in the Lease shall have the same meaning as so defined.

<u>DESCRIPTION</u>	<u>MODEL NO.</u>	<u>SERIAL NO.</u>	<u>ACQUISITION COST</u>
(11) Backhoe/Loader J.I. Case Model 580C-CK with 1 yard 80" bucket, 11 L-16 Tires 10 ply Front, 17.5 X 24 Tires 6 ply Rear		EF5606- EF5616	\$22,621.00 each

Total Acquisition Cost \$248,831.00

This Rental Schedule is for a term of 7 years and the Lease Commencement Date is the first day of the month following the date on which the vendor is paid for the equipment. The Base Rental Payment of \$10,285.75 is payable quarterly in arrears for 28 quarters beginning on the last day of the first quarter of the Base Term of Lease.

Location of Equipment: _____

Name and address of Vendor of Equipment: J. I. CASE COMPANY, 700 State Street, Racine, Wisconsin 53404

MTV LEASING CORPORATION (LESSOR)

By J. M. Jacquin
Its President
(title)

Date 12/14/79

CONSOLIDATED RAIL CORPORATION
(LESSEE)


By J. W. [Signature]
Its Asst. Treas. Fin. & Colls.

Date Dec. 14, 1979

COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA : SS :

On this 14th day of December, 1979, before me personally appeared JOHN M. JACQUEMIN, to me personally known, who, being by me duly sworn, says that he is PRESIDENT of MTV LEASING CORPORATION that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)


Notary Public

My Commission Expires:

CATHERINE ALDINGER
Notary Public, Phila., Phila. Co.
My Commission Expires Aug. 3, 1981

COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA : SS :

On this 14th day of December, 1979, before me personally appeared H. W. Brown to me personally known, who, being by me duly sworn, says that he is ASS. TREAS. FIN. & GEN. MGR. of CONSOLIDATED RAIL CORPORATION that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of any foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)


Notary Public

My Commission Expires:

CATHERINE ALDINGER
Notary Public, Phila., Phila. Co.
My Commission Expires Aug. 3, 1981

STATE OF OHIO

:

ss:

COUNTY OF HAMILTON

:

On this 18th day of December, 1979, before me personally appeared Joseph P. Brown, to me personally know, who, being by me duly sworn, says that he is Vice Pres. of THE OHIO NATIONAL LIFE INSURANCE COMPANY that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Judith A. Kump
Notary Public
Judith A. Kump

My Commission Expires:

Notary Public, State of Ohio

My Commission Expires Aug. 19, 1982